

EXHIBIT 12



June 03, 2022

Thomas C. Canfield
Senior Vice President, General Counsel & Secretary
Spirit Airlines Inc.
2800 Executive Way
Miramar, FL 33025

Dear Thomas:

Enclosed please find an invoice for [REDACTED] in professional time charges and out-of-pocket expenses incurred during the months of March through May 2022.

If you have any questions or need more information on this invoice, please call me.

Sincerely,

A handwritten signature in black ink, appearing to read "Andrew Cole".

Andrew Cole
Co-President

Encl.



May 31, 2022

Client #: 3306

Invoice #: 0256424 - 3306

Thomas C. Canfield
Senior Vice President, General Counsel & Secretary
Spirit Airlines Inc.
2800 Executive Way
Miramar, FL 33025

INVOICE

For Communication Consulting services rendered to Spirit Airlines Inc. during the months of March through May 2022, per the attached description.

Total Time Charges [REDACTED]

Dow Jones
Transperfect Translations - English into Spanish
Miscellaneous

Expense Total [REDACTED]

TOTAL AMOUNT DUE: [REDACTED]

Wire/ACH to: Sard Verbinne& Co., LLC, J.P. Morgan Chase & Co., 237 Park Avenue, Floor 6, NY, NY 10017,
Account # 134727630, Routing 021000021, SWIFT Code: CHASUS33
Invoices due upon receipt
Sard Verbinne& Co., LLC Federal ID #: 13-4115411



Client: Spirit Airlines - Confidential Project

Client #: **3306**

Invoice Description

Principal activities during the month of March 2022 included:

Providing strategic communications and media relations counsel to Spirit Airlines regarding its proposed combination with Frontier Airlines and other ongoing matters, including:

- Participating in ongoing phone and/or email correspondence with T. Christie, T. Canfield, B. Schroeter, L. Rittenhouse, D. Gabel, E. Hofmeyer, S. Johnson, L. Butler at Spirit, as well as members of the Frontier team and other external advisors to discuss communications strategy, materials development, situation updates and other related matters;
- Drafting, reviewing and/or revising various materials related to merger with Frontier and regulatory review, including:
 - HSR messaging document, including:
 - Standby media statement,
 - Key messages, and
 - Q&A;
 - The Flight Plan employee newsletter;
 - Major Milestone Calendar for March/April 2022;
- Advising on media strategy, including supporting and/or managing reporter inquiries from S. Eisen (CNBC) regarding T. Christie interview at JPM Industrials Conference and E. D'Amico (DealReporter) regarding antitrust review;
- Compiling and analyzing ongoing tracker of key third-party commentary on the merger;
- Conducting research as needed to inform development of relevant communications materials;
- Monitoring for, reviewing and circulating relevant media coverage; and
- Other related activities.



Client: Spirit Airlines - Confidential Project

Client #: 3306

Invoice Description

Principal activities during the month of April 2022 included:

Providing strategic communications and media relations counsel to Spirit Airlines regarding its proposed combination with Frontier Airlines and other ongoing matters, including:

- Participating in ongoing phone and/or email correspondence, including daily advisor working group calls, with T. Christie, T. Canfield, B. Schroeter, L. Rittenhouse, D. Gabel, E. Hofmeyer, S. Johnson, L. Butler at Spirit, as well as representatives from the Debevoise, Paul Weiss Barclays, Morgan Stanley and Okapi teams to discuss communications strategy, materials development, situation updates and other related matters;
- Advising on communications strategy related to JetBlue's unsolicited proposal, including:
 - Drafting, reviewing, revising multiple iterations of communications materials confirming receipt of unsolicited proposal, including:
 - Press release;
 - Spirit Family note; and
 - Q&A;
 - Drafting, reviewing, revising multiple iterations of communications materials related to the Board's decision that the unsolicited proposal was reasonably likely to lead to a Superior Proposal, including:
 - Press release;
 - Spirit Family note; and
 - Q&A;
 - Drafting, reviewing, revising multiple iterations of communications materials related to the Board's determination that the unsolicited proposal was not a Superior Proposal, including:
 - Press release;
 - Spirit Family note; and
 - Q&A; and
 - Advising on media strategy;
- Drafting, reviewing and revising various other scenario planning communications materials, including press releases, Spirit Family notes and Q&A, as necessary;
- Providing proactive and reactive media relations support, including participating in ongoing phone and/or email correspondence with New York Times, Bloomberg News, CTFN and others;
- Compiling a third-party tracker, noting relevant media and analyst commentary and circulating with the working group;
- Conducting background research, as necessary;
- Monitoring for, reviewing and distributing relevant media coverage, announcements and SEC filings; and
- Other related activities.



Client: Spirit Airlines - Confidential Project

Client #: 3306

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Invoice Description

Principal activities during the month of May 2022 included:

Providing strategic communications and media relations counsel to Spirit Airlines regarding its proposed combination with Frontier Airlines and other ongoing matters, including:

- Participating in ongoing phone and/or email correspondence, including daily advisor working group calls, with T. Christie, T. Canfield, B. Schroeter, L. Rittenhouse, D. Gabel, E. Hofmeyer, S. Johnson, L. Butler at Spirit, as well as representatives from the Debevoise, Paul Weiss Barclays, Morgan Stanley, SGA and Okapi teams to discuss communications strategy, materials development, proxy advisor workstreams, situation updates and other related matters;
- Coordinating with Frontier and Joele Frank, including participating in phone calls and/or email correspondence, to discuss communications strategy and media engagement;
- Advising on communications strategy related to JetBlue's unsolicited proposal, including:
 - Reviewing and revising multiple iterations of communications materials related to the Board's determination that the unsolicited proposal was not a Superior Proposal, including:
 - Press release;
 - Response letter;
 - Investor talking points;
 - Officer note;
 - Spirit Family note; and
 - Q&A;
 - Advising on media strategy.
- Advising on communications strategy related to JetBlue's Tender Offer, including:
 - Reviewing and revising multiple iterations of communications materials related to the Board's review of the Tender Offer, including:
 - Press release;
 - Spirit Family note; and
 - Officer note/FAQ;
 - Reviewing and revising multiple iterations of communications materials related to the Board's decision to reject the Tender Offer, including:
 - Press release;
 - Spirit Family note; and
 - Officer note/FAQ;
- Advising on communications strategy related to 6/10 Shareholder Vote, including:
 - Drafting, reviewing and/or revising multiple iterations of communications materials, including:
 - Rollout & deliverables list;
 - Solicitation strategy deck;
 - PR strategy slide Board presentation;



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- Investor call script;
- Investor talking points/Q&A;
- Shareholder letter; and
- Shareholder mailing infographics;
- Coordinating with in-house digital team to plan, develop materials for and execute digital ad campaign targeting retail shareholders; and
- Advising on communications strategy related to the release of proxy advisor (ISS/Glass Lewis) recommendation reports.
- Drafting, reviewing and revising multiple iterations of scripted remarks regarding JetBlue unsolicited proposal for use during First Quarter 2022 earnings call;
- Drafting, reviewing and revising various other scenario planning communications materials, including press releases, Spirit Family notes and Q&A, as necessary;
- Coordinating T. Christie print and broadcast interviews with *WSJ*, *NYT*, *CNBC*, *Bloomberg News* and *Bloomberg TV*;
- Providing proactive and reactive media relations support, including participating in ongoing phone and/or email correspondence with *Bloomberg Opinion*, *Bloomberg News*, *Reuters News*, *Reuters Breakingviews*, *CNBC*, *Financial Times: Lex*, *New York Times*, *Bloomberg News*, and others;
- Conducting outreach to secure article corrections from *CNN*, *MarketWatch*, *Dallas Morning News*, *Airways Magazines*, *Travel Weekly*, *Live and Let's Fly*, *Flyer Talk*, *Air Insight Group*, and others;
- Maintaining and updating media list;
- Maintaining and periodically circulating third-party tracker, noting relevant media and analyst commentary and circulating with the working group;
- Conducting background research, as necessary;
- Monitoring for, reviewing and distributing relevant media coverage, announcements and SEC filings, including comprehensive end-of-day compilations and summaries as requested; and
- Other related activities.